

“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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### MINUTES

of the meeting of the Committee for Audit  
of the Board of Directors of IDGC of Centre  
(in the form of absent voting)

April 13, 2012

Moscow

No. 04/12

Form of the meeting: **absent voting.**

Total number of members of the Committee for Audit: **7 persons.**

Participants of the voting: **A.Y. Perepelkin, A.V. Sergutin, M.Y. Kurbatov, A.A. Popov, A.G. Starchenko, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **none.**

The quorum is **present.**

**Absence of objections concerning the materials and draft decisions from I.A. Alimuradova, O.V. Popova, experts of the Committee for Audit of the Board of Directors of the Company, was taken into account.**

Date of the minutes: 13.04.2012.

### AGENDA:

1. On approval of the adjusted Action Plan of the Committee for Audit for the 2nd quarter 2012.
2. On submission of the report to the Committee for Audit by the external auditor on RAS reporting on the types and costs of consulting services rendered to the Company, except for services related to audit of the financial statements.
3. On submission to the Board of Directors the nominated Auditor of the Company for approval to audit the financial (accounting) statements for 2012 prepared in accordance with RAS.

### Item 1: On approval of the adjusted Action Plan of the Committee for Audit for the 2nd quarter 2012.

#### Decision:

To approve the adjusted Action Plan of the Committee for Audit under the Board of Directors of IDGC of Centre for the 2nd quarter 2012 according to Appendix #1 to this decision of the Committee for Audit.

#### Voting results:

<b>Alexey Yuryevich Perepelkin</b>	- «FOR»
<b>Alexey Vladimirovich Sergutin</b>	- «FOR»
<b>Mikhail Yurievich Kurbatov</b>	- «FOR»
<b>Alexander Albertovich Popov</b>	- «FOR»
<b>Alexander Grigoryevich Starchenko</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

#### Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 2: On submission of the report to the Committee for Audit by the external auditor on RAS reporting on the types and costs of consulting services rendered to the Company, except for services related to audit of the financial statements.**

**Decision:**

To take into consideration the report of the external auditor on RAS reporting about the types and costs of consulting services rendered to the Company, except for services related to audit of the financial statements.

**Voting results:**

<b>Alexey Yuryevich Perepelkin</b>	- «FOR»
<b>Alexey Vladimirovich Sergutin</b>	- «FOR»
<b>Mikhail Yurievich Kurbatov</b>	- «FOR»
<b>Alexander Albertovich Popov</b>	- «FOR»
<b>Alexander Grigoryevich Starchenko</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «FOR»

**Total:**

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

**Decision is taken.**

**Item 3: On submission to the Board of Directors the nominated Auditor of the Company for approval to audit the financial (accounting) statements for 2012 prepared in accordance with RAS.**

**Decision:**

1. To recognize that the nominated Auditor - CJSC "KPMG" (a member of the self-regulatory organization of Auditors - Non-Profit Partnership "The Audit Chamber of Russia" (Registration No. 10301000804)) meets the requirements of independence.
2. To recommend the Board of Directors of the Company to submit the candidacy of CJSC "KPMG" for approval by the Annual General Meeting of Shareholders of the Company as the Auditor of IDGC of Centre to audit the financial (accounting) statements for 2012 prepared in accordance with RAS.

**Voting results:**

<b>Alexey Yuryevich Perepelkin</b>	- «FOR»
<b>Alexey Vladimirovich Sergutin</b>	- «FOR»
<b>Mikhail Yurievich Kurbatov</b>	- «FOR»
<b>Alexander Albertovich Popov</b>	- «FOR»
<b>Alexander Grigoryevich Starchenko</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»
<b>Alexander Viktorovich Shevchuk</b>	- «AGAINST»

**Total:**

«FOR»	- «6»
«AGAINST»	- «1»
«ABSTAINED»	- «0»

**Decision is taken.**

The member of the Committee for Audit A.V. Shevchuk submitted his dissenting opinion regarding agenda item 3.

**Appendix:**

The adjusted Action Plan of the Committee for Audit under the Board of Directors of IDGC of Centre for the 2nd quarter 2012 (Appendix 1).

**Chairman of the Committee for Audit  
of the Board of Directors of IDGC of Centre**

**A.Y. Perepelkin**

**Secretary of the Committee for Audit  
of the Board of Directors of IDGC of Centre**

**S.V. Lapinskaya**